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Trustee Services Limited*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
LEHMAN BROTHERS HOLDINGS INC., et al.,)	Case No. 08-13555 (JMP)
)	(Jointly Administered)
Debtors.)	
)	Refers to Docket No. 21921

**LIMITED OBJECTION AND JOINDER OF BNY MELLON
CORPORATE TRUSTEE SERVICES LIMITED IN THE OBJECTION
OF UNICREDIT BANK AG, LONDON BRANCH WITH RESPECT TO
QUARTZ FINANCE PUBLIC LIMITED COMPANY SERIES 2004-1 UPPER
THAMES EUR 25,000,000 CREDIT-LINKED SYNTHETIC PORTFOLIO NOTES
DUE 2043 TO THE DEBTORS' PROPOSED ASSUMPTION OF AN ISDA MASTER
AGREEMENT AND THE TRANSACTION THEREUNDER PURSUANT TO THE
CONFIRMATION OF THE DEBTORS' THIRD AMENDED JOINT PLAN**

BNY Mellon Corporate Trustee Services Limited ("BNYM"), by its undersigned counsel, hereby files this limited objection and joins in the Objection of UniCredit Bank AG, London Branch,¹ ("UniCredit") with Respect to Quartz Finance Public Limited Company Series 2004-1 Upper Thames Eur 25,000,000 Credit-Linked Synthetic Portfolio Notes Due 2043 to the Debtors' Proposed Assumption of an ISDA Master Agreement and the Transaction Thereunder Pursuant to the Confirmation of the Debtors' Third Amended Joint.

1. BNYM is successor trustee (the "Trustee") under a certain Principal Trust Deed, dated 10 October 2002, between Dante Finance Public Limited Company and J.P. Morgan

¹ UniCredit acquired the Quartz Notes and remains an economically interested party in the transactions described in the UniCredit Objection.

Corporate Trustee Services Limited (as amended and restated, the “Principal Trust Deed”) and certain Supplemental Trust Deeds entered into in accordance with the Principal Trust Deed (collectively, the “Trust Deed”), including those referenced specifically in the UniCredit Objection (as defined below).² Pursuant to the terms of the Trust Deed, the Trustee is authorized and entitled to and possesses all necessary rights to file this Limited Objection and Joinder.

3. On or about November 10, 2011, UniCredit filed its Objection with Respect to Quartz Finance Public Limited Company Series 2004-1 Upper Thames Eur 25,000,000 Credit-Linked Synthetic Portfolio Notes Due 2043 to the Debtors’ Proposed Assumption of an ISDA Master Agreement and the Transaction Thereunder Pursuant to the Confirmation of the Debtors’ Third Amended Joint Plan (the “UniCredit Objection”) [Docket No. [21921] in which it objected to the assumption of certain derivative contracts.

4. At the direction of UniCredit, given in accordance with the Trust Deed, the Trustee joins in the UniCredit Objection and objects to confirmation of the Plan for the reasons set forth in the UniCredit Objection.

Dated: November 10, 2011
New York, New York

Respectfully submitted,
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² BNYM incorporates by reference the definitions used in the UniCredit Objection.